

PAUG. 17. 2001 12:23PM1 PM FR APNOLD & PORTER 002 715 1099 TO 43 NO. 02471142-2 *8 P.20

APPLICANT NO. 02-0852
2/5/B MCCUB
COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 19, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania April 11, 2001 for TALK.COM HOLDING CORP., a Pennsylvania corporation, incorporated May 17, 1989 whereby the corporate name was changed to TALK AMERICA INC.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Secretary of the Commonwealth

OPOS

Attachment

1

APR-23-2001 10:38

1 212 247 2882

P.03

EXHIBIT

YARSHIS

1.2

UN AUG 17 2001 12:23PMR KELLEY DRYE & WARREN

TO 5,211 NO. 02471, P. 5
P. 84

JUN 12 2001 16:43

P.84

BCA-13.40

(Rev. Jan. 1988)

**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANACT BUSINESS IN ILLINOIS**

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1837
<http://www.sos.state.il.us>

Remit payment in check or money
order, payable to "Secretary of State."

FILED

JUN 05 2001

JESSE WHITE
SECRETARY OF STATE

File # 5676 6839

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 6-5-01

Filing Fee \$ 25.00

Approved: ✓

1. (a) CORPORATE NAME: Talk.com Holding Corp

(b) If changed, NEW CORPORATE NAME: Talk America Inc

(c) (Complete only if the new corporate name is not available in this state.)

ASSUMED CORPORATE NAME:

(By selecting this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.18 is attached.)

2. (a) State or Country of Incorporation: Pennsylvania

(b) If changed, Period of Duration:

3. If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)

4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated; which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK)

Dated April 16, 2001
(Month/Day) Alexis T. Lown IV /
Attest by Talk.com Holding Corp
(Exact Name of Corporation)
(Signature of Secretary or Assistant Secretary)
Alexis T. Lown IV Secretary
(Type or Print Name and Title)
C1000
LAW OFFICES OF KELLEY DRYE & WARREN

by Alexis T. Lown IV ✓
(Signature of President or Vice President)
Alexis T. Lown IV Executive Vice President
(Type or Print Name and Title)

TOTAL P.84

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

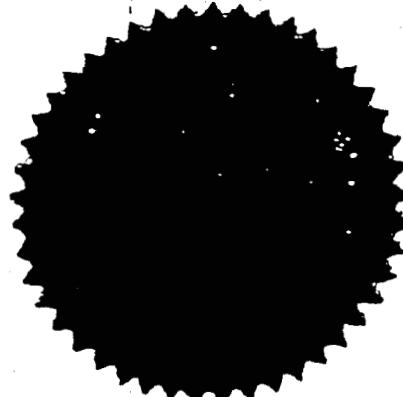
JUNE 09, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

TALK.COM HOLDING CORP.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.

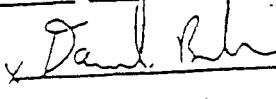


IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

John F. Zugriff

Secretary of the Commonwealth

JSOW

ARTICLES OF INCORPORATION		PLEASE INDICATE WHICH ONE APPLIES		FEE \$75.00																				
COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE - CORPORATION BUREAU 308 NORTH OFFICE BUILDING, HARRISBURG, PA 17120		<input type="checkbox"/> DOMESTIC BUSINESS CORPORATION <input checked="" type="checkbox"/> DOMESTIC BUSINESS CORPORATION - COMPLETE BACK <input type="checkbox"/> DOMESTIC PROFESSIONAL CORPORATION <input type="checkbox"/> ENTER BOARD LICENSE NO.																						
NAME OF CORPORATION (DO NOT CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 19 P.S. 2008.1)																								
TRL-SAVE, INC.																								
ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)																								
1017 Notch York Road - Unit I																								
CITY Willow Grove		COUNTY Montgomery	STATE PA	ZIP CODE 19090																				
EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION																								
<p>The purposes for which it was organized are: to engage in and do any lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law.</p>																								
ATTACH 8X 11 SHEET IF NECESSARY																								
The Aggregate Number of Shares, Classes of Shares and Per Value of Shares Which the Corporation Shall have Authority to Issue <table border="1"> <tr> <td>040 Number and Class of Shares</td> <td>5000 COMMON</td> <td>041 Stated Per Value Per Share in Am't</td> <td>N/A</td> <td>042 Total Authorized Capital</td> <td>\$10,000</td> <td>043 Term of Existence</td> <td>perpetual</td> </tr> </table>					040 Number and Class of Shares	5000 COMMON	041 Stated Per Value Per Share in Am't	N/A	042 Total Authorized Capital	\$10,000	043 Term of Existence	perpetual												
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The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed by such Incorporator <table border="1"> <tr> <td>051 Name</td> <td>052, 053 Address</td> <td>054 City, State, Zip Code</td> <td>Number & Class of Shares</td> </tr> <tr> <td>Daniel Boisilov</td> <td>1017 Notch York Read, Unit I - Willow Grove</td> <td>PA 19090</td> <td>1000 common</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </table>					051 Name	052, 053 Address	054 City, State, Zip Code	Number & Class of Shares	Daniel Boisilov	1017 Notch York Read, Unit I - Willow Grove	PA 19090	1000 common												
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Daniel Boisilov	1017 Notch York Read, Unit I - Willow Grove	PA 19090	1000 common																					
ATTACH 8X 11 SHEET IF NECESSARY																								
IN TESTIMONY WHEREOF, THE INCORPORATOR IS HAS (HAD) SIGNED AND SEALED THE ARTICLES OF INCORPORATION TIME: 10:50 AM DAY OF July																								
																								
<small>- FOR OFFICE USE ONLY -</small>																								
000 FILED	002 CODE	003 KEY BOX	SEQUENTIAL VOL	104 HIGHWAY NUMBER																				
MAY 17 1989				3937 698																				
REVIEWED BY																								
DATE APPROVED																								
DATE REJECTED																								
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CERTIFY TO <input type="checkbox"/> REV. <input type="checkbox"/> L&I <input type="checkbox"/> OTHER																								
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VERIFIED BY <input type="checkbox"/>																								
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LOG OUT <input type="checkbox"/>																								
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S937 699

1. The following provisions shall regulate the status of the corporation as a close corporation:
- (a) (Strike out (i) or (ii) below, whichever is not applicable.)
- (i) All of the issued shares of the corporation of all classes, exclusive of treasury shares, shall be held of record by not more than 10 persons.
INSTRUCTIONS: NOT TO EXCEED 10
- (ii) All of the issued shares of the corporation of all classes, exclusive of treasury shares, shall be held of record by not more than the smaller of twenty-five shareholders within the meaning of Subchapter S of the Internal Revenue Code of 1934, as amended, or 30 persons.
- (b) All of the issued shares of all classes of the corporation shall be subject to one or more of the restrictions on transfer permitted by section 611.1 of the Business Corporation Law (J.S. § 1613.1).
- (c) The corporation shall make no offering of any of its shares of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as amended.
2. (Optional: BCL § J2B) A person (other than an estate) who is not an "Individual" or who is a "non-resident alien," in either case within the meaning of the Internal Revenue Code of 1934, as amended ("Code"), shall not be entitled to be a holder of record of shares of the corporation. Only a majority, whose consent is currently in effect to the election of the corporation to be treated as an electing small business corporation under Subchapter S of the Code, and a shareholder who has not affirmatively refused to consent to the election within sixty days after he acquires his stock, shall be entitled to be a holder of record of shares of the corporation.
3. (Optional: BCL § J87) The business and affairs of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors.
4. (Optional: § J76B) The status of the corporation as a "close corporation" within the meaning of the Business Corporation Law shall not be terminated without the affirmative vote or written consent of all holders of (shareholders holding 31 of the shares of all classes of the corporation.
INSTRUCTIONS: AT LEAST 100 VOTES)
5. (Optional: BCL § J84) (Any shareholder) (shareholders holding _____ of the shares) of the corporation may apply for the appointment of a provisional director of the corporation in the manner and upon the circumstances provided by statute.
6. (Optional: BCL § J86) (Any shareholder) (shareholders holding 100% of the shares) of the corporation shall have the right at will to cause the corporation to be dissolved by proceeding in the manner provided by statute.

REVIS 5/6/2000
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Commonwealth of Pennsylvania



Department of State CERTIFICATE OF INCORPORATION

OFFICE OF THE SECRETARY OF THE COMMONWEALTH

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, UNDER THE PROVISIONS OF THE LAWS OF THE COMMONWEALTH, THE SECRETARY OF THE COMMONWEALTH IS AUTHORIZED AND REQUIRED TO ISSUE A "CERTIFICATE OF INCORPORATION" EVIDENCING THE INCORPORATION OF AN ENTITY.

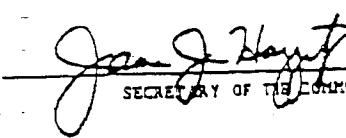
WHEREAS, THE STIPULATIONS AND CONDITIONS OF THE LAW HAVE BEEN FULLY COMPLIED WITH BY TEL-SAVE, INC. (A CLOSE CORPORATION)

THEREFORE, KNOW YE, THAT SUBJECT TO THE CONSTITUTION OF THIS COMMONWEALTH, AND UNDER THE AUTHORITY OF THE LAWS THEREOF, I DO BY THESE PRESENTS, WHICH I HAVE CAUSED TO BE SEALED WITH THE GREAT SEAL OF THE COMMONWEALTH, DECLARE AND CERTIFY THE CREATION, ERCTION AND INCORPORATION OF THE ABOVE IN DEED AND IN LAW BY THE NAME CHOSEN HEREBEFORE SPECIFIED.

SUCH CORPORATION SHALL HAVE AND ENJOY AND SHALL BE SUBJECT TO ALL THE POWERS, DUTIES, REQUIREMENTS, AND RESTRICTIONS, SPECIFIED AND ENJOINED IN AND BY THE APPLICABLE LAWS OF THIS COMMONWEALTH.



GIVEN UNDER MY HAND AND THE GREAT SEAL OF THE COMMONWEALTH, AT THE CITY OF HARRISBURG, THIS 11TH DAY OF MAY IN THE YEAR OF OUR LORD ONE THOUSAND NINE HUNDRED AND EIGHTY-NINE AND OF THE COMMONWEALTH THE TWO HUNDRED THIRTEENTH.


John J. Hagan
SECRETARY OF THE COMMONWEALTH

KUZZ MURPHY O'ANIOLLO & FARRELL
ATTN: RICHARD B. MORELLI
43 EAST MARSHALL ST
NORRISTOWN, PA 19401-0000

1507863
09937
0698-0700

Digitized by srujanika@gmail.com

Account Number _____

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SEP 22 1995

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**ARTICLES OF AMENDMENT-ELECTION TO VOLUNTARILY TERMINATE
THE STATUTORY CLOSE CORPORATION STATUS
OF
TEL-SAVE, INC.
Name of corporation
A STATUTORY CLOSE CORPORATION
DCC 2-15-2001 (Rev. 80)**

In compliance with the requirements of 15 Pa.C.S. § 2307 (relating to voluntary election of an existing statutory close corporation to terminate its status as a statutory close corporation and to become a business corporation), the undersigned statutory close corporation, desiring to amend its Articles to reflect an election to terminate its status as a statutory close corporation and to become a business corporation, hereby states that:

1. The name of the corporation is: Tel-Save, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of the commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 22 Yillico Square New Hope Pennsylvania 18338 Bucks
Number and Street City State Zip County

(b) a/c: _____ Country _____
Name of Commercial Registered Office Provider

For a corporation represented by a commercial registered office provider, the country in (b) shall be deemed to mean, for corporation is located for venue and official publication purposes.

3. The statute by or under which I was incorporated is: Pennsylvania Business Corporation Law of 1988 (15 P.3d 9, 2001)

- 4 The date of incorporation is: May 17, 1989

- Check and if appropriate complete, one of the following:

- This amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ Date: _____ Hour: _____

- Digitized by srujanika@gmail.com on 15-08-2014 1885,282 and 283

- Digitized by srujanika@gmail.com on 15-05-2019, 002 of 2007.

- Digitized by srujanika@gmail.com on 15-05-2019, 002 of 2007

- ⁶. The amendment was adopted by the shareholders (or members) pursuant to Rule 14a-11.

7. The corporation elects to voluntarily terminate its status as a statutory close corporation, pursuant to 13 P.S. C. § 2507, and become a business corporation.

- Document 1: Explain what you mean by the term 'commercial agriculture' (one of the following):

8. (Check, and if appropriate) complete, date & sign below -

- The amendment adopted by the corporation, set forth in Article II, is as follows:

See Exhibit "A" attached hereto.

344 *Journal of Health Politics, Policy and Law*, Vol. 33, No. 2, March 2008
DOI 10.1215/03616878-33-1-343 © 2008 by the University of Chicago Press

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

SEP 22 95

22. 88. 041537K - BACKAD 21D-88

sep-22-95 14:57 T S L - 5 A V 1
950C-151

9562-15

*...and when the Architect
has made his sketch*

and problems of interpretation experience the original Arabic and its equivalents.

IN TESTAMENTARY WITNESS, the undersigned subscriber has caused These Articles of Amendment to be signed by a duly authorized officer, dated the second day of December, 1994.

Mr. Gary K.
Gardner
Dad N.Y.C.
PC. CEO
Mr. [unclear] C.S.O.

— 804 —

08.22.08 04:43Z -RECALL 315-868-8668 →

EXHIBIT "A"**9562-152**

The Corporation hereby voluntary terminates its status as a statutory close corporation pursuant to 16 P.R.C.L. 2247. The
language of the Articles of Incorporation stating that the Corporation is a statutory close corporation shall be deleted in its entirety.
and Articles 1, 3, 4 and 8 of the Articles of Incorporation shall also be deleted in their entirety.

09.22.05 - 0414372 - RECORDS 215-388-704

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

MARCH 24, 1997

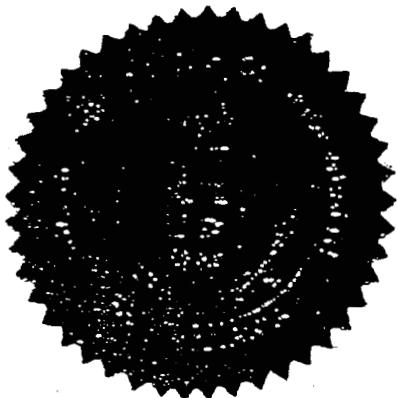
TO ALL WHOM THESE PRESENTS SHALL COME. GREETING:

TEL-SAVE, INC.

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments

which appear of record in this department

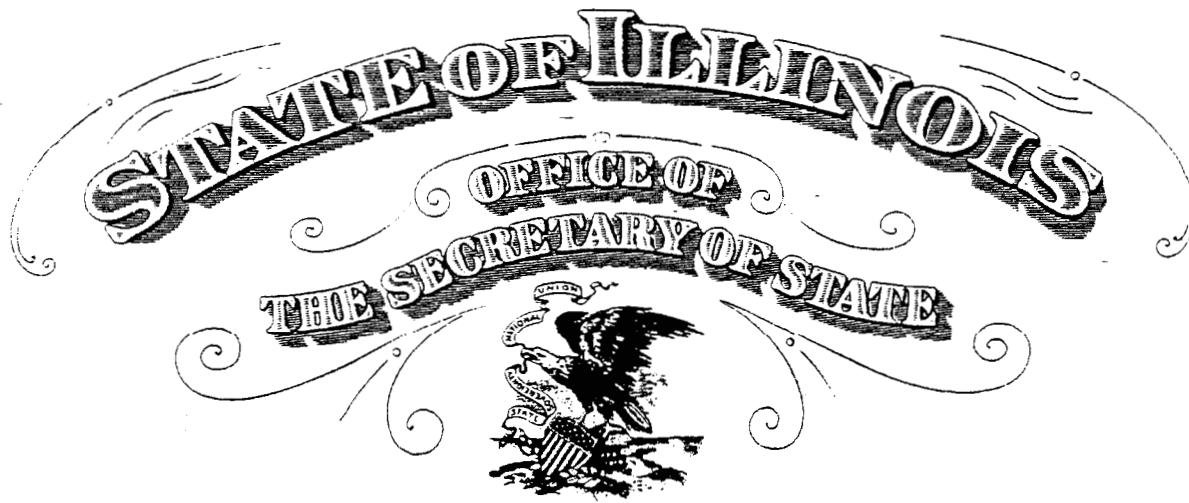
IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



A handwritten signature in black ink, appearing to read "Yvette Kane".

Secretary of the Commonwealth
SWAL

File Number 5676-683-9



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

TALK AMERICA INC., INCORPORATED IN THE STATE OF PENNSYLVANIA AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON MARCH 24, 1992, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND IS AT THIS TIME A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this _____^{8TH} day of _____ JUNE A.D. _____ 2001.

Jesse White

SECRETARY OF STATE